

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MERIDIAN HEATING & COOLING CO.**

05 JUN -6 PM 5:00

SECRETARY OF STATE
STATE OF IDAHO



The undersigned, MERIDIAN HEATING & COOLING CO., an Idaho corporation, pursuant to resolution duly adopted by its Board of Directors on May 2, 2005, hereby amends and restates its articles of incorporation, in their entirety, to (1) modify the capital structure and provide for the exchange of shares, (2) deny preemptive rights, (3) prevent cumulative voting of shares, (4) provide for indemnification and limited liability of directors, (5) allow transactions with interested parties under certain conditions, (6) provide for future modification of the bylaws and the articles of incorporation; as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is MERIDIAN HEATING & COOLING CO.

**ARTICLE II
DURATION OF CORPORATION**

The duration of this corporation shall be perpetual.

**ARTICLE III
CORPORATE PURPOSE**

The purposes for which this corporation is organized are as follows:

1. To engage in installation and repair of heat and cooling systems; and
2. To engage in any other lawful activity or business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV
CAPITALIZATION**

The aggregate number of shares this corporation shall have the authority to issue shall be:

- (a) 30,000 shares of non-assessable voting common stock having a par value of \$1.00 per share; and
- (b) 70,000 shares of non-assessable nonvoting common stock having a par value of \$1.00 per share.

IDAHO SECRETARY OF STATE
06/07/2005 05:00
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Each share of voting common stock and each share of nonvoting common stock shall be identical in interest. Neither voting nor nonvoting shares shall have any preferential or superior rights; provided, however, that a voting share shall entitle the holder thereof to vote in accordance with the provisions of the Idaho Code. The voting and nonvoting shares shall constitute one class of shares as defined in §§ 1361(b)(1)(D) and 2701(a)(2)(B) of the Internal Revenue Code. Notwithstanding the above, each holder of nonvoting common stock shall nonetheless have one vote per share standing in the name of such holder on the relevant record date (and a fractional vote for any fractional share) concerning any amendment to articles of incorporation if the amendment would have any of the effects or cause any of the changes described by Idaho Code § 30-1-60 or otherwise effect a reduction of or limitation upon any other preference or right accorded to the holder of such stock as such.

ARTICLE V NO PREEMPTIVE RIGHTS

The owners of shares of voting and nonvoting common stock of the corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividend or otherwise.

ARTICLE VI NO CUMULATIVE VOTING

No shareholder who shall be entitled to vote on any matter that properly comes before a shareholder including election for directors shall be entitled to accumulate his votes.

ARTICLE VII AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

ARTICLE VIII REGISTERED OFFICE

The name and address of the registered agent of the corporation is MARK E. WIGHT, 1036 E. Iron Eagle Dr. Ste. 105, Eagle, Idaho 83616.

ARTICLE IX
BOARD OF DIRECTORS

There shall be at least one director of this corporation, but not more than seven. The actual number may be set from time to time by the board of directors. The current board of directors consists of the following:

David Lamoreaux

23413 Lansing Lane
Middleton, Idaho 83644

ARTICLE X
AMENDMENT OF BYLAWS

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

ARTICLE XI
ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The directors of this Corporation are not liable to the corporation or to its shareholders for money damages for any action taken, or failure to take any action, as a director, except liability for:

- (A.) The amount of a financial benefit received by a director to which he is not entitled;
- (B.) An intentional infliction of harm on the corporation or the shareholders;
- (C.) A violation of Idaho Code 30-1-833; or
- (D.) An intentional violation of criminal law.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS & OFFICERS

The Corporation shall indemnify and hold harmless each director for liability, as defined in Idaho Code section 30-1-850(5), to any person for any action taken, or any failure to take any action, as a director, except liability for:

- (A.) Receipt of a financial benefit to which he is not entitled;
- (B.) An intentional infliction of harm on the corporation or the shareholders;
- (C.) A violation of Idaho Code 30-1-833; or

(D.) An intentional violation of criminal law.

ARTICLE XIII
LIMITED LIABILITY FOR SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

ARTICLE XIV
TRANSACTIONS WITH INTERESTED PARTIES

The corporation may enter into contracts and otherwise transact any business with its directors, officers, and shareholders, and with any entity in which they may have an interest adverse to the corporation, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

In the absence of fraud, and with the notice required by the following paragraph, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation, for any profit or benefit realized by him through any such contract or transaction.

Directors and officers of the corporation shall notify the Board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest. A general notice that a director or officer of the corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors have actual knowledge of the adverse interest.

DATED, this ___ day of June, 2005.



Russell Curtis - President

**CERTIFICATE OF ADOPTION
OF AMENDED AND RESTATED ARTICLES OF INCORPORATION**



This Amendment and Restatement of the Articles of Incorporation of the Corporation consolidates all amendments into a single document; and

This Amendment and Restatement of the Articles of Incorporation of the Corporation does not contain an amendment requiring shareholder approval, because none of the corporation's shares have been issued and therefore this Amendment and Restatement of the Articles of Incorporation was adopted by the Board of Directors.

The undersigned, president and secretary of MERIDIAN HEATING & COOLING CO., hereby certify that the above Amended and Restated Articles of Incorporation were adopted by resolution of the board of directors on May 2, 2005.

IN WITNESS WHEREOF, we hereunto set our hands this ____ day of June, 2005.

MERIDIAN HEATING & COOLING CO.

BY: 
RUSSELL CURTIS, PRESIDENT

ATTEST:

BY: 
RUSSELL CURTIS, SECRETARY